## **EXHIBIT B (Part 1)**

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UNITED STATES BANKRUPTCY COURT SOUTHERN DISTRICT OF NEW YORK	
DELPHI CORPORATION, et al.	Chapter 11 Case No. 05-44481 (RDD) Jointly Administered
DELPHI CORPORATION, et al.,	
Plaintiffs,	Adv. Pro. No. 07-02484(RDD)
Against	
MSX, MSX INTERNATIONAL AND MSX INTERNATIONAL, INC.,	
Defendants. /	

#### **DECLARATION OF KIM DOWNEY**

Kim Downey declares as follows:

- 1. I am employed by MSX International, Inc. ("MSX") as its Credit Manager/Cash Applications Department.
- 2. I make this Declaration upon personal knowledge, and if called as a witness would testify to the facts stated herein.

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- 3. My job duties include overseeing MSX's cash application procedures, including payments and collections.
- 4. I have been the person within MSX designated as responsible for collecting MSX's documents and records relating to its business relationship with Delphi Corporation and its affiliated companies (collectively "**Delphi**"), with a concentration on documents and records for the time period from in or about October 2003 through October 2005.

#### MSX Is Prejudiced In Not Being Able To Locate Pertinent Documents

- 5. To gather the records, I had all documents identified as Delphi records for the pertinent time period pulled from storage. To the extent available, I had former employee records pulled from storage to try to locate pertinent Delphi records. I also had pulled MSX's accounts receivable, cash receipts records and bank statements from January 2005 through October 2005. In addition, I had archived electronic data relating to Delphi reloaded into MSX's computer system.
- 6. Excluding time and payment records for MSX employees and subcontractors, the documents I could find only fill two boxes. MSX should have had several times that many boxes of documents from its Delphi relationship.
- 7. Despite all these efforts, MSX could not locate all the pertinent documents from the Delphi-MSX relationship. The documents MSX could not find include:
  - (a) <u>Purchase Order Documentation</u>: MSX originally had copies of requests for quotes, statements of work, award letters, purchase orders and purchase order alterations, or amendments and differing versions for each purchase order. Statements of work, requests for quotes and award letters could not be located. I estimate that we can locate less than half of the pertinent purchase orders and related purchase order

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alterations and versions. MSX is missing purchase order alterations, amendments or versions for virtually every purchase order it could find.

- (b) <u>Releases</u>: A release is an authorization from the customer, such as Delphi, to the supplier, such as MSX, to provide services under a purchase order and to bill for the services. A release always relates to a particular purchase order. An example is Release No. FDR28004, a copy of which is attached as Exhibit 1. I estimate that we could find less than one-third of the pertinent releases.
- (c) Remittance Detail. Remittance detail informs a supplier which invoices are being paid by a particular transfer. When MSX received payments from Delphi, the payments were not accompanied by advice from Delphi as to which invoices were being paid by those payments. Moreover, payment amounts did not necessarily match invoice amounts. Instead, remittance detail was generally available for MSX to access on a website maintained for Delphi (the "Delphi Website"). MSX could view that information, and if it chose, print a copy of it. Because the information, back in 2005, was readily available on the website, MSX did not regularly choose to print and store the data, but only intermittently printed and stored data. The Delphi Website and the information on it is no longer available to MSX. I believe it was in 2008 when the Delphi website became unavailable. Now, MSX cannot locate remittance detail for a significant portion of the alleged transfers.
- (d) <u>Communications</u>. Delphi and MSX had regular written communications usually in the form of emails. In addition, MSX people would create memos or notes documenting oral discussions with MSX. For example, not all remittance detail was provided on the Delphi website, so that MSX would have to call Delphi to find out how

to allocate payments it received. We cannot find notes or memos of many such discussions. In addition, based on the small amount of correspondence found, much of the correspondence was not preserved.

#### **The Amended Complaint Is Riddled With Errors**

- 8. The Original Complaint against MSX listed only 14 transfers totaling \$4,435,376.74 from Delphi to MSX, between July 28, 2005 and October 7, 2005. A copy of Exhibit 1 to the Complaint to Avoid and Recover Transfer Pursuant to 11 U.S.C. §§ 547 and 550 (the "Original Complaint") is attached hereto as Exhibit 2.
- 9. The proposed Amended Complaint against MSX lists 116 transfers totaling \$9,846,886.59. The only Plaintiff in the Amended Complaint is Delphi Automotive Systems, LLC ("DAS"). A copy of Exhibit 1 to the proposed First Amended Complaint to Avoid and Recovery Transfer to 11 U.S.C. §§ 547 and 550 (the "Amended Complaint") is attached hereto as Exhibit 3. There is no explanation as to why the Amended Complaint added transfers and dollar amounts not included in the Original Complaint.
  - 10. With respect to the \$9,846,886.59 in transfers alleged in the Amended Complaint:
  - (a) the Amended Complaint added 102 transfers and \$5,411,509.85 in transfers not alleged in the Original Complaint;
  - (b) no antecedent debt information of any manner at all is provided for \$2,449,965.70 in transfers;
  - (c) the antecedent debt information provided for another \$478,701.32 in transfers is inadequate such that the antecedent debt cannot be identified;
  - (d) \$3,341,468.72 of the transfers were not on account of antecedent debt to DAS because the transfers were for services provided under purchase orders issued by

Delphi Corporation as the buyer and obligor, not DAS;

- (e) \$3,352,936.26 in transfers were on an assumed contract; and
- (f) \$540,603.63 in transfers were not on account of antecedent debt because they were duplicate payments on previously paid invoices.

Many of the alleged transfers suffer from multiple deficiencies so that the total of these deficiencies far exceed the \$9,846,886.59 alleged in the Amended Complaint.

#### The Amended Complaint Adds New Transfers Not Included In The Original Complaint

- 11. The Amended Complaint has \$5,411,509.85 in added transfers not included in the Original Complaint (the "Added Transfers"):
  - (a) The Original Complaint had two transfers on 10/7/2005 totaling \$362,813.10. Amended Exhibit 1 has 60 new transfers on 10/7/2005 totaling \$4,145,068.66.
  - (b) The Original Complaint had one transfer on 9/20/2005 totaling \$274,344.86. The Amended Complaint has three new transfers on 9/20/205 totaling \$548,689.72.
  - (c) The Original Complaint had one transfer on September 2, 2005 for \$417,965.43. The Amended Complaint has 20 new transfers on 9/2/2005 totaling \$835,930.86.
  - (d) The Original Complaint had one transfer on 8/2/2005 for \$904,619.03. The Amended Complaint has 24 new transfers on 8/2/2005 for \$1,809,238.06.
  - 12. MSX did not receive any of the Added Transfers.

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13. The Amended Complaint doubles the amounts of five transfers in the Original Complaint, from \$25,476.97 to \$50,953.94. These five alleged doubled Amended Transfers in the Amended Complaint are summarized as follows:

Transfer Date	Original Exhibit 1 Transfer Amount	Amended Exhibit 1 Transfer Amount
7/18/2005	\$2,200.00	\$4,400.00
7/19/2005	\$3,786.23	\$7,572.46
8/8/2005	\$10,368.00	\$20,736.00
8/23/2005	\$6,702.74	\$13,405.48
9/15/2005	\$2,420.00	\$4,840.00
TOTAL	\$25,476.97	\$50,953.94

MSX did not receive the \$25,476.97 in allegedly doubled transfers.

14. The dollar amount of another transfer increased by over 35 times! The Original Complaint identified a 9/8/2005 transfer in the amount of \$192.00, but increased it to \$7,040.00 in the Amended Complaint. This increase did not happen -- MSX did not receive the increased \$6,848.00 amount.

#### **DAS Does Not Identify Antecedent Debt**

- 15. In Paragraph 22 of the Amended Complaint, DAS alleges that it has identified the purchase orders, invoices or bills of lading evidencing the antecedent debt for the transfers. This is not true.
- 16. DAS' antecedent debt information is supposed to be supplied by a column on Exhibit 1 to the Amended Complaint entitled "Antecedent Debt/Purchase Order/Invoice Number" (the "Antecedent Debt Column"). The Antecedent Debt Column is blank with no information at all with respect to three transfers totaling \$2,449,965.70, as follows:

Transfer Date	Transfer Amounts	Antecedent Debt/Purchase Order/Invoice Number
09/16/2005	\$1,658,429.59	
09/30/2005	\$354,483.50	
10/06/2005	\$437,052.61	
Total	\$2,449,965.70	

- 17. None of the Antecedent Debt Column entries are invoice numbers.
- 18. Only 29 of the 116 Antecedent Debt Column entries are purchase order numbers, summarized on Exhibit 4 hereto.
- 19. The Antecedent Debt Column entry described below is in a format MSX does not recognize, but it is not a purchase order number nor an invoice number:

Transfer Date	Transfer Amounts	Antecedent Debt/Purchase Order/Invoice Number
10/7/2005	\$478,701.32	EW02AFC22878

MSX did not receive the \$478,701.32 transfer.

- 20. The remaining 83 Antecedent Debt Column entries are release numbers, not purchase order numbers or invoice numbers, and detailed on Exhibit 5 hereto.
- 21. Contrary to Paragraph 22 of the Amended Complaint, none of the entries in the Antecedent Debt Column are bills of lading. In any event, bills of lading are not used in the provision of services (as opposed to goods), such as MSX was supplying to Delphi.

## \$3,341,468.72 of the Transfers Were Not On Obligations of DAS and Therefore Not on Account of DAS Antecedent Debt

22. The Amended Complaint identifies \$3,341,468.72 in transfers where DAS purportedly was the Contracting Entity and Obligor, but the Contracting Entity and Obligor was Delphi Corporation, not DAS. Thus, those transfers were not on account of antecedent debt of DAS.

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23. Twenty-three of the alleged transfers, totaling \$3,341,468.72, are identified in the Antecedent Debt Column by releases which relate to the following six purchase orders:

- (a) FDB01905
- (b) FDS81935
- (c) FDS82362
- (d) FDS82478
- (e) FDS82781
- (f) FDS82782

Each of these purchase orders was issued by Delphi Corporation as the buyer (collectively, the "**Delphi Purchase Orders**"), not DAS. Copies of the Delphi Purchase Orders are attached as collective Exhibit 6.

- 24. Obviously, because Delphi Corporation was the issuing party of the Delphi Purchase Orders, DAS was not the Contracting Entity for the Delphi Purchase Orders nor was DAS the Obligor for the transfers under the Delphi Purchase Orders.
- 25. The \$3,341,468.72 in transfers in the Amended Complaint which were transfers on account of the Delphi Purchase Orders instead of on account of antecedent debt of DAS are detailed on Exhibit 7 hereto.

### \$3,352,936.26 of Transfers are on Account of An Assumed Contract

26. Delphi assumed Purchase Order 460006298 ("P.O. 298"), which is a continuation of Purchase Order FDB01831 ("P.O. 1831"). \$3,352,936.26 of the transfers in the Amended Complaint are payments under P.O. 298. Copies of P.O. 298 and P.O. 1831 are attached as collective Exhibit 8.

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27. Delphi assumed P.O. 298 according to the Notice of Assumption and/or Assignment of Executory Contract or Unassumed Lease to Purchasers in Connection with Sale of Interiors and Closure Businesses (Docket No. 10963) (the "Assumption Notice"). A copy of the Assumption Notice, with the excerpted pages relating to MSX, is attached as Exhibit 9.

28. P.O. 298 is a mere continuation of P.O. 1831 because it covers the identical services for the identical time period (2/15/03 to 2/14/06) based on the same Statement of Work ("SOW") and Request For Quote ("RFQ").

29. At least 60 of the transfers identified in the Amended Complaint totaling \$3,352,936.26 are on account of the assumed contract P.O. 298 and are summarized on Exhibit 10 hereto.

DAS Has No Claim With Respect to \$540,603.63 in Transfers Because They were Not on Account of Antecedent Debt and MSX Returned The Funds

- 30. \$540,603.63 of the transfers were duplicate payments of previously paid invoices, and thus not on account of antecedent debt.
- 31. Attached as Exhibit 11 is Debtor's Statement of Disputed Issues With Respect to Proof of Claim Number 11425 (MSX International, Inc.) (Docket No. 8849) (the "Disputed Issues Statement"), where Delphi explains that, shortly before its bankruptcy cases commenced, Delphi paid MSX invoices twice in the amount of \$540,603.63 (the "Overpayment"). Delphi had been recovering the Overpayment by not paying MSX for postpetition work, so that as of August 2007 the outstanding Overpayment was reduced to \$447,775.39. Disputed Issues Statement, Paragraph 9.
- 32. Delphi and MSX resolved the dispute according to the terms of the Settlement Agreement, a copy of which is attached as Exhibit 12, whereby MSX's claim was disallowed

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and expunged, MSX released and waived the right to assert any other claim against Delphi, and MSX paid \$447,775.39 to Delphi. MSX paid Delphi the \$447,775.39 by wire transfer in August 2007.

- 33. Delphi has received satisfaction and recovery of the \$540,603.63 in claimed transfers from MSX by not paying MSX for \$92,828.24 in postpetition services and the \$447,775.39 MSX paid Debtor in August 2007. Delphi should not be able to recover the \$540,603.63 twice.
  - 34. I make this Declaration under penalty of perjury.

Kim Downey

Executed in  $\frac{\sqrt{\text{QYYEW}}}{\sqrt{2010}}$ , Michigan

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REC	JUL 2

Control No. .

Purchase Order: 00 ORIGINAL Purchase Order No.: FDB01831 P.O. Release No.: FDR28004

Purchase Order Type: RL Release (BLANKET) Purchase Order Date: 07/27/05

PO PUTCHASE Order Number SELLER ACKNOWLEDGES AND AGREES THAT BUYER'S GENERAL RELEASE, REQUISITION, WORK ORDER, SHIPPING INSTRUCTION, SPECIFICATION AND OTHER DOCUMENT ISSUED BY BUYER OR ACCEPTED IN WRITING TERMS AND CONDITIONS ARE INCORPORATED IN, AND A PART OF, THIS CONTRACT AND BACH PURCHASE ORDER,

Reference Numbers: FDB01831

BY BUYER, WHETHER EORM OR BY ELECTRONIC DATA EXPRESSED IN WRITTEN FORM OR BY ELECTRONIC DATA INTERCHANGE, RELATING TO THE GOODS AND/OR SERVICES TO BE PROVIDED BY SELLER

SUCUS ANY TO THIS CONTEACT SECULAR REFERRED TO AS THIS (SUCH DOCUMENTS ARE COLLECTIVELY REFERRED TO AS THIS "CONTRACT"). A COPY OF BUTER'S GENERAL TERMS AND CONDITIONS IS AVAILABLE BUTER'S GENERAL TERMS AND CONDITIONS IS WEBSITE, BUTER NEUTRIN REQUEST TO BUTER WEBSITE, SUCH WINTERNET AT DELPHI'S WEBSITE, DELPHI'COM DELPHI . COM

TERMS AND CONDITIONS. IF SELLER ACCEPT THIS CONTRACT COMMENCES ANY OF THE WORK OR SERVICES WHICH ARE THE SUBJECT OF THIS ACKNOWLEDGES AND AGREES THAT IT HAS READ AND UNDERSTANDS BUYER'S GENERAL

CONTRACT, SELLER WILL BE DEEMED TO HAVE ACCEPTED THIS CONTRACT AND BUYER'S GENERAL TERMS AND CONDITIONS IN THEIR ENTIRETY WITHOUT MODIFICATION. ANY (INCLUDING BUYER'S GENERAL TERMS AND CONDITIONS) WHICH SELLER PROPOSES WILL BE DEEMED TO BE REJECTED BY BUYER EXCEPT TO THE EXTENT THAT BUYER EXPRESSUL AGREES TO ACCEPT ANY SUCH PROPOSALS IN WRITING. WITHOUT MODIFICATION: ANY ADDITIONS OF, OR ADDITIONS TO, CHANGES IN, MODIFICATIONS OF, OR REVISIONS OF THIS CONTRACT

PO Purchase Order Number

36601L01

Reference Numbers: FDB01831

DELPHI T&I - DIVISIONAL OFFICE DELPHI CORPORATION 1401 CROOKS RD. T SWINEHART TROY, MI 480847155

BY Buying Party

HIO

M0089625

Mailbox No.

MSX International EDI Purchase Order - 850

General Motors Corporation

° 55E850

	MSX International EDI Purchase Order - 850		Page 2 Date 7/28/05
O SCHOOL ON WOLD BEEZE	OTH General Motors Corporation	CONTINUED	Control No 028610002
	816-204-2724		
ST Ship To	DELPHI TRI-N. KANSAS CITY FAC. DELPHI CORPORATION. 144 WEST 23RD AVE. NORTH KANSAS CITY,, MO 641163082	36601 <i>PFX</i>	
Br Bill To	INVOICING NOT REQUIRED FOR DELPHI T&I - DIV. OFFICE. PAYMENTS ARE GENERATED FROM RECEIPT OF GOODS AND SERVICES. TERMS NOTED ON 0,	36601101	
SE Selling Party	MSX INTERNATIONAL INC 1950 CONCEPT DR WARREN, MI 480911385	13947000	
000001 Baseline Item: Ory Ordered: PI Purchaser	Qty Ordered: 5236.24 U/M: M4 Unit Price: PI Purchaser's Item Code MFG-4401		
Product/Item Description: Free-Form OUFree-Form Line Item Schedule: Quan	ion: SERVICE OUTSIDE SERVICES - MANUFACTURING DEPARTMENT Quantity: M4 Delivery Requested	. 07/27/05	
Reference Numbers: MFG-4401 TAX CODE: C WHO ORDERED: 000002 Baseline Item: Qty PI R	Numbers: MFG-4401 TAX CODE: C TAX PERCENT: 0.00\$ WHO ORDERED: INVOICE 1609264 Baseline Item: Qty Ordered: 12438.29 U/M: M4 Unit Price: PI Purchaser's Item Code ENG-4424		
Product/Item Description: Free-Form Free-Porm Line Item Schedule: Quantity:	ion: SERVICE OUTSIDE SERVICES - ENGINEERING DEPARTMENT Quantity: M4 Delivery Requested	07/27/05	
Reference Numbers: ENG-4424 TAX CODE: C WHO ORDERED 000003 Baseline Item: Oty	PM Part Number C TAX PERCENT: 0.00* LED: INVOICE 1609264 Nty Ordered: 20222.68 U/M: M4 Unit Price: Price: PCL-4461		
<pre>product/Item Description:</pre>	nn: Product Character Code: F SERVICE		

Date 7/28/05	COUCLE NO.						
	CONTINUED	07/27/05		07/27/05		07/27/05	·
MSX International EDI Purchase Order - 850	General Motors Corporation	OUTSIDE SERVICES - PCEL DE Schedule: Quantity:	Reference Numbers: PCL-4461 TAX CODE: C TAX PERCENT: 0.00\$ WHO ORDERED: INVOICE 1609264 NHO ORDERED: A417.87 U/M: M4 Unit Price: PI Purchaser's Item Code HRB-4467	Product/Item Description: SERVICE Free-Form OUTSIDE SERVICES - HUMAN RESOURCES DEPARTMENT Free-Form Line Item Schedule: Quantity: M4 Delivery Requested	Reference Numbers: HRE-4467 TAX CODE: C TAX PERCENT: 0.004 WHO ORDERED: INVOICE 1609264 000006 Baseline Item: Qty Ordered: 21342.53 U/M: M4 Unit Frice: PI Purchaser's Item Code OUA-4474	Product/Item Description: SERVICE Free-Form OUTSIDE SERVICES - QUALITY CONTROL DEPARTMENT Free-Form OUTSIDE SERVICES - QUALITY CONTROL DEPARTMENT Inne Item Schedule: Quantity:	Reference Numbers: QUA-4474 TAX PERCENT: 0.00* TAX CODE: C TAX PERCENT: 0.00* WHO ONDERED: INVOICE 1609264

# EXHIBIT "1" DELPHI CORPORATION, et al. v. MSX, et al.

Transfer Date		Transfer Amount	Transfer Type
7/18/2005		\$2,200.00	EFT
7/19/2005		\$3,786.23	EFT
8/2/2005		\$904,619.03	EFT
8/8/2005		\$10,368.00	EFT
8/23/2005		\$6,702.74	EFT
9/2/2005		\$417,965.43	EFT
9/8/2005		\$192.00	EFT
9/15/2005		\$2,420.00	EFT
9/16/2005		\$1,658,429.59 ·	WIRE
9/20/2005		<b>\$274,344.</b> 86	EFT
9/30/2005		\$354,483.15	WIRE
10/6/2005		\$437,052.61	WIRE
10/7/2005		\$239,350.66	WIRE
10/7/2005		\$123,462.44	EFT
	TOTAL:	\$4,435,376.74	

Proceeding No.	Transfer Recipient(s)	Contracting Entity/Entities	Obligor and Transferring Entity	Transfer Dates	Transfer Amounts	Antecedent Debt: Purchase Order/Invoice Number	Order/	Transfer Type
07-02484	MSX INTERNATIONAL INC	DAS LLC	DAS LLC	7/18/2005	\$ 4.400.00	FDS81935	PO	WIRE
07-02484	MSX INTERNATIONAL INC	DAS LLC	DAS LLC	7/19/2005		FDS82478	PO	WIRF
07-02484	MSX INTERNATIONAL INC	DAS LLC	DAS LLC	8/2/2005	\$ 7,150.00	D0450052658	PO	WIRE
07-02484	MSX INTERNATIONAL INC	DAS LLC	DAS LLC	8/2/2005		D0450072727	PO	
07-02484	MSX INTERNATIONAL INC	DAS LLC	DAS LLC	8/2/2005	\$ 10,368.00	D0450077554	PO	EFT
07-02484	MSX INTERNATIONAL INC	DASLLC	DAS LLC	8/2/2005	\$ 12,239.04	D0450092229	PO	EFT
07-02484	MSX INTERNATIONAL INC	DAS LLC	DAS LLC	8/2/2005	\$ 11,008.80	D0450092557	PO	EFT
07-02484	MSX INTERNATIONAL INC	DASTLC	DAS LLC	8/2/2005	\$ 12,552.96	D0450101868	PO	EFT
07-02484	MSX INTERNATIONAL INC	DASTLC	DAS LLC	902/2/8	\$ 11,193.82	D0450102745	8	EFT
07-02484	MSX INTERNATIONAL INC	DAS LLC	DAS LLC	8/2/2005	\$ 21,049.36	D0450103131	PO	EFT
07-02484	MSX INTERNATIONAL INC	DAS LLC	DAS LLC	8/2/2005	\$ 140,735.80	FDR27707	PO	EFT
07-02484	MSX INTERNATIONAL INC	DAS LLC	DAS LLC	8/2/2005	\$ 148,821.18	FDR27715	PO	EFT
07-02484	MSX INTERNATIONAL INC	DAS LLC	DAS LLC	8/2/2005	\$ 308,880.28	FDR27774	PO	EFT
07-02484	MSX INTERNATIONAL INC	DAS LLC	DAS LLC	8/2/2005	\$ 33,657.98	FDR27775	PO	EFT
07-02484	MSX INTERNATIONAL INC	DAS LLC	DAS LLC	8/2/2005	\$ 99,902.04	FDR27808	90	EFT
07-02484	MSX INTERNATIONAL INC	DAS LLC	DAS LLC	8/2/2005	\$ 14,751.72	FDR27810	PO	EFT
07-02484	MSX INTERNATIONAL INC	DAS LLC	DAS LLC	8/2/2005	\$ 189,287.02	FDR27812	PO	EFT
07-02484	MSX INTERNATIONAL INC	DAS LLC	DAS LLC	8/2/2005	\$ 6,585.82	FDR27813	PO	EFT
07-02484	MSX INTERNATIONAL INC	DAS LLC	DAS LLC	8/2/2005	\$ 187,378.32	FDR27817	8	EFT
07-02484	MSX INTERNATIONAL INC	DAS LLC	DAS LLC	8/2/2005	\$ 168.20	FDR27818	PO	EFT
07-02484	MSX INTERNATIONAL INC	DAS LLC	DAS LLC	8/2/2005	\$ 184,413.26	FDR27820	PO	EFT
07-02484	MSX INTERNATIONAL INC	DAS LLC	DAS LLC	8/2/2005	\$ 171,531.58	FDR27821	Ю	EFT
07-02484	MSX INTERNATIONAL INC	DAS LLC	DAS LLC	8/2/2005	1	FDR27977	РО	EFT
07-02484	MSX INTERNATIONAL INC	DAS LLC	DAS LLC	8/2/2005	\$ 19,998.00	FDS82362	ЬО	EFT
07-02484	MSX INTERNATIONAL INC	DAS LLC	DAS LLC	8/2/2005	\$ 12,350.00	FDS82781	ЬО	EFT
07-02484	MSX INTERNATIONAL INC	DAS LLC	DAS LLC	8/2/2005	\$ 11,415.32	FDS82782	8	EFT
07-02484	MSX INTERNATIONAL INC	DAS LLC	DAS LLC	8/8/2005	\$ 20,736.00	D0450082893	РО	EFT
07-02484	MSX INTERNATIONAL INC	DAS LLC	DAS LLC	8/23/2005	\$ 13,405.48	D0450103131	РО	EFT
07-02484	MSX INTERNATIONAL INC	DAS LLC	DAS LLC	9/2/2005		D0450072727	РО	EFT
07-02484	MSX INTERNATIONAL INC	DAS LLC	DAS LLC	9/2/2005		D0450077554	Ю	EFT
07-02484	MSX INTERNATIONAL INC	DAS LLC	DAS LLC	9/2/2005		D0450082893	РО	EFT
07-02484	MSX IN LERNATIONAL INC	DAS LLC	DAS LLC	9/2/2005		D0450090271	РО	EFT
07-02484	MSX IN LERNALIONAL INC	DASTLC	DAS LLC	9/2/2005		D0450092229	PO	EFT
07-02484	MSX INTERNATIONAL INC	DAS LLC	DAS LLC	9/2/2005		D0450092557	Po	EFT
07-02484	MSX IN LERNA HONAL INC	DAS LLC	DAS LLC	9/2/2005		D0450101868	<u>B</u> 0	EFT
07-02484	MSX IN ERNATIONAL INC	DAS LLC	DAS LLC	9/2/2005		D0450102745	Po	LH.
07 02484	MSX INTERNATIONAL INC	DASTIC	DAS LLC	9/2/2005			2 6	141
07-02484	MSX INTERNATIONAL INC	DASTIC	DAS LLC	9/2/2005	00 251 32	D0430114392	2 6	100
07-02484	MSX INTERNATIONAL INC	DASTIC	DASTIC	9/2/2/05	,		2 0	
07-02484	MSX INTERNATIONAL INC	DASTIC	DASTIC	9/2/2005		FDR28024	DG C	LELL L
07-02484	MSX INTERNATIONAL INC	DAS LLC	DAS LLC	9/2/2005	12	FDR28025	Po	EFT
07-02484	MSX INTERNATIONAL INC	DAS LLC	DAS LLC	9/2/2005		FDR28026	PO	EFT
07-02484	MSX INTERNATIONAL INC	DAS LLC	DAS LLC		\$ 7,659.70	FDR28027	PO	EFT
07-02484	MSX INTERNATIONAL INC	DAS LLC	DAS LLC	9/2/2005	\$ 178,938.34	FDR28312	PO	EFT
07-02484	MSX INTERNATIONAL INC	DAS LLC	DAS LLC	9/2/2005	\$ 195,108.80	FDR28321	PO	EFT
07-02484	MSX INTERNATIONAL INC	DAS LLC	DAS LLC	9/2/2005	\$ 8,296.56	FDR28323	PO	EFT
07-02484	MSX INTERNATIONAL INC	DAS LLC	DAS LLC	9/2/2005	\$ 66,407.54	FDR28355	ЬО	EFT
	MSX INTERNATIONAL INC	DAS LLC	DAS LLC	9/8/2005	\$ 7,040.00	P1S26758	Ю	EFT
	MSX INTERNATIONAL INC	DAS LLC	DAS LLC	9/15/2005	\$ 4,840.00	P1S26758	8	EFT
	MSX INTERNATIONAL INC	DAS LLC	DAS LLC	9/16/2005	\$ 1,658,429.59			EFT
T	MSX INTERNATIONAL INC	DAS LLC	DAS LLC	9/20/2005		FDR28393	PO	EFT
07-02484	MSX INTERNATIONAL INC	DAS LLC	DAS LLC	9/20/2005	\$ 196,712.16	FDR28394	РО	EFI

Adversary Proceeding No.	Transfer Recipient(s)	Contracting Entity/Entities	Obligor and Transferring Entity	Transfer Dates	Transfer Amounts	Antecedent Debt: Purchase Order/Invoice Number	Purchase Order/	Transfer Type
07-02484	MSX INTERNATIONAL INC	DAS LLC	DAS LLC	9/20/2005	\$ 193,572.34	FDR28395	PO	EFT
07-02484	MSX INTERNATIONAL INC	DAS LLC	DAS LLC		\$ 354,483.15			EFT
07-02484	MSX INTERNATIONAL INC	DAS LLC	DAS LLC					EFT
07-02484	MSX INTERNATIONAL INC	DAS LLC	DAS LLC	10/7/2005	\$ 478,701.32	EW02AFC22878	INVOICE	EFT
07-02484	MSX INTERNATIONAL INC	DAS LLC	DAS LLC	10/7/2005		D0450090271	РО	EFT
07-02484	MSX INTERNATIONAL INC	DAS LLC	DAS LLC		\$ 161,999.76		РО	EFT
07-02484	MSX INTERNATIONAL INC	DAS LLC	DAS LLC		\$ 4,429.70	$\overline{}$	PO	EFT
07-02484	MSX IN LERNATIONAL INC	DAS LLC	DAS LLC		8	D0450140780	РО	EFT
07 02404	MOX INTERNATIONAL INC	DASTLC	DAS LLC	_		D0450140781	Po	EFT
07-02484	MSX IN LERNATIONAL INC	DASTLC	DAS LLC	10/7/2005	\$ 7,725.94	D0450140782	PO	EFT
07-02484	MSX INTERNATIONAL INC	DAS LLC	DAS LLC		\$ 1,444.70	D0450140783	РО	EFT
07-02484	MSX INTERNATIONAL INC	DAS LLC	DAS LLC		1	D0450142209	PO	EFT
07-02484	MSX IN ERNATIONAL INC	DASTLC	DAS LLC	10/7/2005		D0450142210	РО	EFT
07-02484	MSX IN LEKNATIONAL INC	DAS LLC	DAS LLC			D0450142211	РО	EFT
07-02464	MOST INTERNATIONAL INC	DAS LLC	DAS LLC	-	-	D0450142212	00	EFT
07-02464	MISA IN ERNATIONAL INC	DAS LLC	DAS LLC		44	D0450142213	PO	EFT
07-02484	MSX INTERNATIONAL INC	DAS LLC	DAS LLC		\$ 780.34	D0450142214	Во	EFT
07-02484	MSX INTERNATIONAL INC	DAS LLC	DAS LLC		_	D0450142929	РО	EFT
07-02484	MSX IN IERNATIONAL INC	DASTIC	DAS LLC			D0450142930	ВО	EFT
07-02484	MSX INTERNATIONAL INC	DAS LLC	DAS LLC	-	\$ 64,605.24	D0450142931	90	EFT
07-02484	MSX INTERNATIONAL INC	DASTLC	DAS LLC		\$ 21,448.00	D0450142932	ВО	EFT
07-02484	MSX INTERNATIONAL INC	DAS LLC	DAS LLC		43	D0450142933	РО	EFT
07-02484	MSX INTERNATIONAL INC	DAS LLC	DAS LLC		\$ 962.50	D0450142934	РО	EFT
07-02484	MSX INTERNATIONAL INC	DAS LLC	DAS LLC		19	D0450142937	ВО	EFT
07-02484	MSX IN EKNATIONAL INC	DASTIC	DASTLC			D0450142938	РО	EFT
07-02484	MISK IN LEKNATIONAL INC	DAS LLC	DASTIC			D0450143139	Po	EFT
07 02484	MISK INTERNATIONAL INC	DASTLC	DAS LLC			D0450143140	Po	EFT
07-02464	MISA IN LERNATIONAL INC	DAS LLC	DAS LLC		15,	D0450143141	РО	EFT
07-02484	MISK IN LEKNALIONAL INC	DAS LLC	DAS LLC			D0450143142	Po	EFT
07-02484	MSX INTERNATIONAL INC	DAS LLC	DAS LLC		15	D0450143143	РО	EFT
07-02484	MSX INTERNATIONAL INC	DASTIC	DAS LLC			D0450143144	Po	EFT
07-02484	MSX IN LERNATIONAL INC	DASTIC	DASTLC			D0450143145	PO	EFT
07-02484	MSX IN EKNATIONAL INC	DASLLC	DAS LLC	_		D0450143146	Po	EFT
07-02484	MSX INTERNATIONAL INC	DASTLC	DASTLC		2	D0450143147	0 0	EFT.
07 00 404	MACK INTERNATIONAL INC	DAS LLC	DAS LLC			D0430143140	2 2	
07 02484	MSY INTERNATIONAL INC	DASTIC	DAS LLC	10/1/2005	160,109.00	D0450143149	2 2	141
07-02484	MSX INTERNATIONAL INC	DASCLO	DAS LLC		4,903.24	D0430143150		133
07-02484	MSX INTERNATIONAL INC	DASTIC	DASTIC			D0450143157	2 6	1
07-02484	MSX INTERNATIONAL INC	DASTLC	DASTIC			D0450143153	PO	EFT
07-02484	MSX INTERNATIONAL INC	DASTLC	DAS LLC			D0450143154	PO	EFT
07-02484	MSX INTERNATIONAL INC	DAS LLC	DAS LLC	10/7/2005	13	D0450143167	PO	EFT
07-02484	MSX INTERNATIONAL INC	DAS LLC	DAS LLC	10/7/2005		D0450143168	РО	EFT
07-02484	MSX INTERNATIONAL INC	DAS LLC	DAS LLC		\$ 24,078.28	D0450143169	PO	EFT
07-02484	MSX INTERNATIONAL INC	DAS LLC	DAS LLC	10/7/2005	\$ 1,350.40	D0450143170	РО	EFT
07-02484	MSX INTERNATIONAL INC	DAS LLC	DAS LLC	10/7/2005	\$ 5,188.24	D0450143171	PO	EFT
07-02484	MSX INTERNATIONAL INC	DAS LLC	DAS LLC		\$ 37.60	D0450143172	РО	EFT
07-02484	MSX INTERNATIONAL INC	DAS LLC	DAS LLC	10/7/2005	\$ 205,882.66	D0450143174	PO	EFT
07-02484	MSX INTERNATIONAL INC	DAS LLC	DAS LLC			D0450143175	РО	EFT
07-02484	MSX INTERNATIONAL INC	DAS LLC	DAS LLC			D0450143176	PO	EFT
07-02484	MSX INTERNATIONAL INC	DASTLC	DAS LLC			D0450143177	P 2	THE PERSON NAMED IN COLUMN 1
07-02484	MSX INTERNATIONAL INC	DAS LLC	DAS LLC	\$ 10/7/2005	2,		2 2	#F
07-02484	MSX IN LEKNALIONAL INC	DAS LLC	DAS LLC	t cooz///ot	\$ 24.00	D0450143179	2	

Adversary Proceeding No.	Transfer Recipient(s)	Contracting Entity/Entities	Obligor and Transferring Entity	Transfer Dates	Transfer Amounts	Antecedent Debt: Purchase Order/Invoice Number	Purchase Order/ Invoice	Transfer Type
07-02484	MSX INTERNATIONAL INC	DAS LLC	DAS LLC	10/7/2005	\$ 457,870.98 FDR28026		ЬО	EFT
07-02484	MSX INTERNATIONAL INC	DAS LLC	DAS LLC	10/7/2005		FDR28027	РО	EFT
07-02484	MSX INTERNATIONAL INC	DAS LLC	DAS LLC	10/7/2005		FDR28393	Po	EFT
07-02484	MSX INTERNATIONAL INC	DAS LLC	DAS LLC	10/7/2005		FDR28394	P0	EFT
07-02484	MSX INTERNATIONAL INC	DAS LLC	DAS LLC	10/7/2005		FDR28395	8	EFT
07-02484	MSX INTERNATIONAL INC	DAS LLC	DAS LLC	10/7/2005		120,740.16 FDR28396	Po	EFT
07-02484	MSX INTERNATIONAL INC	DAS LLC	DAS LLC	10/7/2005	'	FDR28397	PO	EFT
07-02484	MSX INTERNATIONAL INC	DAS LLC	DAS LLC	10/7/2005	S	FDR28398	PO	EFT
07-02484	MSX INTERNATIONAL INC	DASTLC	DAS LLC	10/7/2005	\$	FDR28399	PO	EFT
07-02484	MSX INTERNATIONAL INC	DAS LLC	DAS LLC	10/7/2005	s	6,600.00 P1S26758	PO	EFT
						Control of the Contro		

Total Amount of Claim =

EXHIBIT 4

Antecedent Debt Column Identifies Purchase Orders

			Antecedent Debt: Purchase
<b>Transfer Dates</b>	Tra	ansfer Amounts	Order/Invoice Number
7/18/2005	\$	4,400.00	FDS81935
7/19/2005	\$	7,572.46	FDS82478
8/2/2005	\$	7,150.00	D0450052658
8/2/2005	\$	7,103.20	D0450072727
8/2/2005	\$	10,368.00	D0450077554
8/2/2005	\$	12,239.04	D0450092229
8/2/2005	\$	11,008.80	D0450092557
8/2/2005	\$	12,552.96	D0450101868
8/2/2005	\$	11,193.82	D0450102745
8/2/2005	\$	21,049.36	D0450103131
8/2/2005	\$	19,998.00	FDS82362
8/2/2005	\$	12,350.00	FDS82781
8/2/2005	\$	11,415.32	FDS82782
8/8/2005	\$	20,736.00	D0450082893
8/23/2005	\$	13,405.48	D0450103131
9/2/2005	\$	7,103.20	D0450072727
9/2/2005	\$	6,480.00	D0450077554
9/2/2005	\$	8,640.00	D0450082893
9/2/2005	\$	7,150.00	D0450090271
9/2/2005	\$	9,898.24	D0450092229
9/2/2005	\$	3,730.76	D0450092557
9/2/2005	\$	7,845.60	D0450101868
9/2/2005	\$	2,394.40	D0450102745
9/2/2005	\$	13,018.44	D0450103131
9/2/2005	\$	10,480.14	D0450114392
9/8/2005	\$	7,040.00	P1S26758
9/15/2005	\$	4,840.00	P1S26758
10/7/2005	\$	1,787.50	D0450090271
10/7/2005	\$	6,600.00	P1S26758
	\$	279,550.72	

EXHIBIT 5

Antecedent Debt Column Entries Which Are Releases

Transfer Dates	Tra	nsfer Amounts	Antecedent Debt: Purchase Order/Invoice Number
8/2/2005	\$	140,735.80	FDR27707
8/2/2005	\$	148,821.18	FDR27715
8/2/2005	\$	308,880.28	FDR27774
8/2/2005	\$	33,657.98	FDR27775
8/2/2005	\$	99,902.04	FDR27808
8/2/2005	\$	14,751.72	FDR27810
8/2/2005	\$	189,287.02	FDR27812
8/2/2005	\$	6,585.82	FDR27813
8/2/2005	\$	187,378.32	FDR27817
8/2/2005	\$	168.20	FDR27818
8/2/2005	\$	184,413.26	FDR27820
8/2/2005	\$	171,531.58	FDR27821
8/2/2005	\$	186,696.36	FDR27977
9/2/2005	\$	28,351.32	FDR27998
9/2/2005	\$	147,315.22	FDR28004
9/2/2005	\$	4,828.12	FDR28024
9/2/2005	\$	120,740.16	FDR28025
9/2/2005	\$	1,544.32	FDR28026
9/2/2005	\$	7,659.70	FDR28027
9/2/2005	\$	178,938.34	FDR28312
9/2/2005	\$	195,108.80	FDR28321
9/2/2005	\$	8,296.56	FDR28323
9/2/2005	\$	66,407.54	FDR28355
9/20/2005	\$	158,405.22	FDR28393
9/20/2005	\$	196,712.16	FDR28394
9/20/2005	\$	193,572.34	FDR28395
10/7/2005	\$	161,999.76	D0450140778
10/7/2005	\$	4,429.70	D0450140779
10/7/2005	\$	34,077.06	D0450140780
10/7/2005	\$	1,688.00	D0450140781
10/7/2005	\$	7,725.94	D0450140782
10/7/2005	\$	1,444.70	D0450140783
10/7/2005	\$	184,936.76	D0450142209
10/7/2005	\$	27,737.66	D0450142210
10/7/2005	\$	52,854.88	D0450142211
10/7/2005	\$	21,448.00	D0450142212
10/7/2005	\$	44,186.84	D0450142213
10/7/2005	\$	780.34	D0450142214
10/7/2005	\$	179,998.84	D0450142929

EXHIBIT 5

Antecedent Debt Column Entries Which Are Releases

Transfer Dates	Tra	nsfer Amounts	Antecedent Debt: Purchase Order/Invoice Number
10/7/2005	\$	28,690.88	D0450142930
10/7/2005	\$	64,605.24	D0450142931
10/7/2005	\$	21,448.00	D0450142932
10/7/2005	\$	43,426.10	D0450142933
10/7/2005	\$	962.50	D0450142934
10/7/2005	\$	161,332.72	D0450142937
10/7/2005	\$	1,869.28	D0450142938
10/7/2005	\$	33,860.72	D0450143139
10/7/2005	\$	1,688.00	D0450143140
10/7/2005	\$	15,549.62	D0450143141
10/7/2005	\$	352.90	D0450143142
10/7/2005	\$	158,795.34	D0450143143
10/7/2005	\$	2,638.86	D0450143144
10/7/2005	\$	36,211.72	D0450143145
10/7/2005	\$	1,519.20	D0450143146
10/7/2005	\$	5,626.46	D0450143147
10/7/2005	\$	297.86	D0450143148
10/7/2005	\$	160,109.00	D0450143149
10/7/2005	\$	4,963.24	D0450143150
10/7/2005	\$	26,353.74	D0450143151
10/7/2005	\$	1,688.00	D0450143152
10/7/2005	\$	5,518.96	D0450143153
10/7/2005	\$	1,302.52	D0450143154
10/7/2005	\$	131,085.62	D0450143167
10/7/2005	\$	1,818.04	D0450143168
10/7/2005	\$	24,078.28	D0450143169
10/7/2005	\$	1,350.40	D0450143170
10/7/2005	\$	5,188.24	D0450143171
10/7/2005	\$	37.60	D0450143172
10/7/2005	\$	205,882.66	D0450143174
10/7/2005	\$	3,913.82	D0450143175
10/7/2005	\$	35,136.96	D0450143176
10/7/2005	\$	1,688.00	D0450143177
10/7/2005	\$	7,824.26	D0450143178
10/7/2005	\$	24.00	D0450143179
10/7/2005	\$	457,870.98	FDR28026
10/7/2005	\$	517,943.34	FDR28027
10/7/2005	\$	2,364.08	FDR28393
10/7/2005	\$	3,544.72	FDR28394

## EXHIBIT 5 Antecedent Debt Column Entries Which Are Releases

Transfer Dates	Tra	ansfer Amounts	Antecedent Debt: Purchase Order/Invoice Number
10/7/2005	\$	3,197.06	FDR28395
10/7/2005	\$	120,740.16	FDR28396
10/7/2005	\$	206,849.44	FDR28397
10/7/2005	\$	221,736.10	FDR28398
10/7/2005	\$	203,586.74	FDR28399
	\$	6,638,669.20	

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Exhibit B

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PORATION	ELPHI T&I-HEADQUARTERS 401 CROOKS ROAD ROY, MI 8084	PT DR T	DAY OF 2ND MONTH	ITEM IDENTIFICATION NO.	:								VICKI L MC GR
DELPHI COR	DELPHI T&I 1401 CROOK TROY, MI 48084 L	TO: 1950 CONCEPT DR WARREN MI 48091	TERMS 2ND	ITEM QUANTITY SEQUENCE ORDERED									M001864 USER:

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BY ACCEPTANCE OF THIS PURCHASE ORDER, SELLER HEREBY

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